



THE UNITED STATES
CORPORATION
COMPANY

M97000000166

ACCOUNT NO. : 072100000032

REFERENCE : 314153 5016733

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ ~~52.50~~ 142.00

ORDER DATE : April 1, 1997

ORDER TIME : 10:48 AM

ORDER NO. : 314153-005

CUSTOMER NO: 5016733

CUSTOMER: Ms. Toni M. Wycoff
Shell Exploration And
P.o. Box 2463

Houston, TX 77252

500002130355--2

FOREIGN FILINGS

NAME: SHELL MARKETING INVESTMENTS,
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -1 PM 2:49

PRK

4/1/97

RECEIVED
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1997

SUSANA ROMAGOSA
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SHELL MARKETING INVESTMENTS, L.L.C.
Ref. Number: W97000007508

We have received your document for SHELL MARKETING INVESTMENTS, L.L.C. and check(s) totaling \$52.50. However, your check(s) and document are being returned for the following:

The total amount required to file the LLC application is \$140.00. Please correct the cost limit amount on the cover sheet.

ALSO, PLEASE HAVE the Registered Agent SIGN the acceptance statement.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 997A00016334

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RESUBMIT
Please give original
submission date as file date.
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:

1. Shell Marketing Investments, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their
abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. 76-0522098
(FEI number, if applicable)
4. December 19, 1996
(Date of Organization)
5. December 31, 2031
(Duration: Year limited liability company will cease to exist
or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.)
7. One Shell Plaza, 910 Louisiana, Houston, Texas 77002

(Street address of principal office)
8. The Prentice-Hall Corporation System, Inc.
(Name of the registered agent of foreign limited liability company)
9. 1201 Hays Street, Tallahassee, Florida 32301

(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

<u>S. Morasco Jr., MGRM</u>	<u>P.O. Box 2463, Houston, TX 77252</u>
<u>A. M. Raymond, MGRM</u>	<u>P.O. Box 2463, Houston, TX 77252</u>
<u>J. N. Kotanchik, Jr., MGRM</u>	<u>P.O. Box 2463, Houston, TX 77252</u>
<u>J. A. Winfrey, President</u>	<u>P.O. Box 2463, Houston, TX 77252</u>
<u>R. B. Fenton, Chief Financial Officer</u>	<u>P.O. Box 2463, Houston, TX 77252</u>

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C. F. Platt, General Counsel

P.O. Box 2463, Houston, TX 77252

P. M. Dreckman, General Tax Counsel

P.O. Box 2463, Houston, TX 77252

T. J. Howard, Secretary

P.O. Box 2463, Houston, TX 77252

S. J. Paul, Assistant Secretary

P.O. Box 2463, Houston, TX 77252

March 31, 1997

(Date)



(Signature of a Member or Authorized Representative of a member)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The Prentice-Hall Corporation System, Inc.

By: Karen B. Rozar

(Signature)

April 1, 1997

(Date)

KAREN B. ROZAR

(Type Name of Officer)

as its agent

(Title of Officer)

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Shell Marketing
Investments, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 7,000,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 22,000,000.00 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 29,000,000.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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Filing Fee: \$52.50 for Affidavit

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SHELL LOCATIONS

Shell Lessee Locations

No.	Street Address	City	Zip Code
1	1120 BEACH BLVD	JACKSONVILLE BEACH	32250
2	2404 ATLANTIC	JACKSONVILLE	32207
3	7752 LEM TURNER RD	JACKSONVILLE	36821
4	1530 UNIVERSITY	JACKSONVILLE	32211
5	866 DUNN AVE & I-95	JACKSONVILLE	32218
6	6009 MERRILL ROAD	JACKSONVILLE	32211
7	10670 ATLANTIC BLVD	JACKSONVILLE	32211
8	8018 NORMANDY BLVD	JACKSONVILLE	32205
9	7624 BEACH BLVD	JACKSONVILLE	32216
10	247 E 20TH ST	JACKSONVILLE	32206
11	3511 EMERSON ST	JACKSONVILLE	32207
12	8809 BAYMEADOWS ROAD	JACKSONVILLE	32207
13	715 MAIN ST	JACKSONVILLE	32202
14	860 GOLFAIR BLVD	JACKSONVILLE	32209
15	3244 UNIVERSITY BLVD	JACKSONVILLE	32216
16	5640 SAN JOSE BLVD	JACKSONVILLE	32207
17	7430 ATLANTIC BLVD	JACKSONVILLE	33221
18	7000-103RD ST AND I-295	JACKSONVILLE	32210
19	11430 BEACH BLVD	JACKSONVILLE	32216
20	430 W 8TH ST & BLVD	JACKSONVILLE	32206
21	5406 TIMUQUANA ROAD	JACKSONVILLE	32210
22	2309 EDGEWOOD AVE	JACKSONVILLE	32209
23	11647 SAN JOSE BLVD	JACKSONVILLE	32223
24	7071 PHILLIPS HIGHWAY	JACKSONVILLE	32216
25	I 75 & US 90 WEST	LAKE CITY	32055
26	1120 ATLANTIC BLVD	NEPTUNE BEACH	32233
27	US 17-I 295 340 PARK AVE	ORANGE PARK	32073
28	46 BLANDING & WELLS	ORANGE PARK	32073
29	890 BLANDING BLVD,	ORANGE PARK	32073
30	216 PONCE DE LEON BLVD	SAINT AUGUSTINE	32084
31	146 KING ST	SAINT AUGUSTINE	32084
32	I-95 & SR 16	SAINT AUGUSTINE	32084
33	RT 7 BOX 292	YULEE	32097
34	I-95/SR 200(RT 3/BOX 380)	YULEE	32097

Shell OD Location

No.	Street Address	City	Zip Code
1	3601 ST JOHNS AVE	JACKSONVILLE	32205

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Shell Marketing Investments, L.L.C.

2. The name and address of the registered agent and office is:

The Prentice-Hall Corporation System, Inc.

(Name)

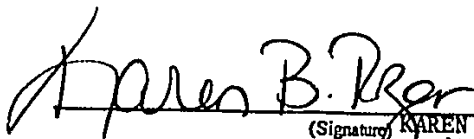
1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, Florida 32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated
limited liability company at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to comply with
the provisions of all statutes relating to the proper and complete performance of my duties, and I
am familiar with and accept the obligations of my position as registered agent.



(Signature) **KAREN B. ROZAR**
as its agent

(Date)

(Title)

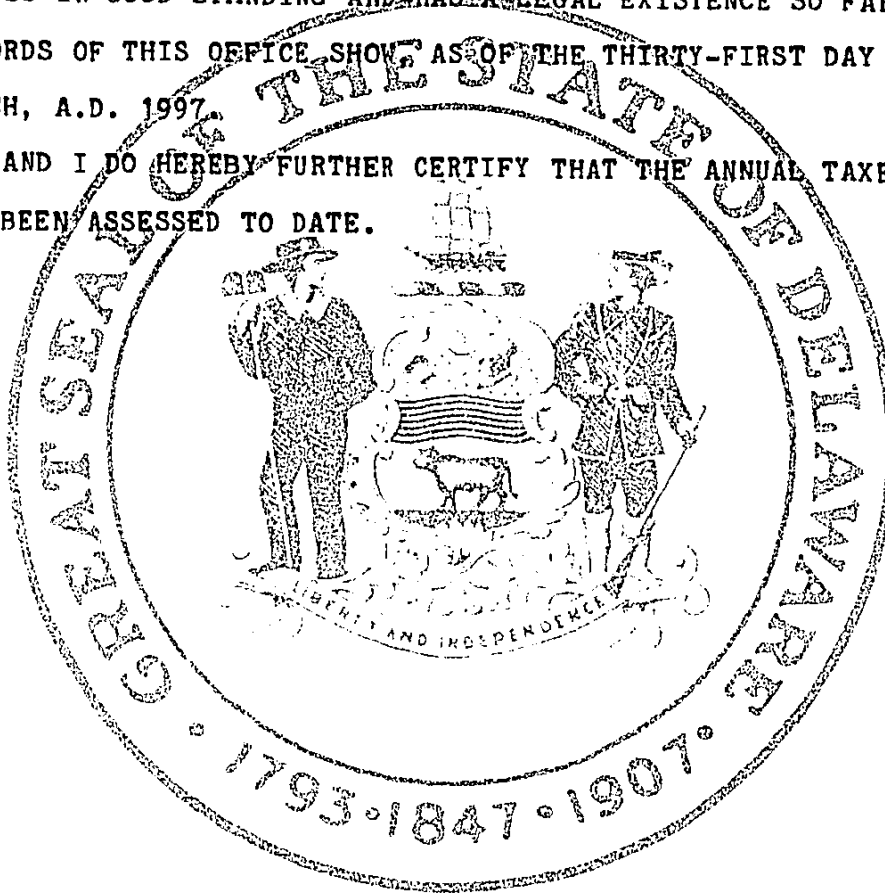
FILING FEE: \$35 for Designation of Registered Agent

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHELL MARKETING INVESTMENTS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE THIRTY-FIRST DAY OF MARCH, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



2697001 8300

971103832

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

8397995

AUTHENTICATION:

DATE:

03-31-97